

Panama City Parrot Head Club, Inc. (PCPHC) By-Laws Amended and Ratified June 2025

Article I: Organization

A. This organization will be called the Panama City Parrot Head Club, Inc., also referred to as PCPHC.

B. Panama City Parrot Head Club, Inc is a 501C7 not-for-profit Florida Corp, whose purpose is to assist in community and environmental concerns and provide social activities for people that are interested in the music and life styles of Jimmy Buffett.

Article II: Membership

A. MEMBERSHIP IN THE PANAMA CITY PARROT HEAD CLUB, INC, A NON-DISCRIMINATORY SOCIAL CLUB, SHALL BE OPEN TO ANYONE MEETING THE MEMBERSHIP REQUIREMENTS SPECIFIED IN ARTICLE II, SECTION B.

B. MEMBERSHIP REQUIREMENTS SHALL BE AS FOLLOWS:

1. A member shall pay dues according to a schedule set and approved by a majority vote of the Board of Directors.
2. The person must have an interest in Jimmy Buffett's music.
3. The person must have an interest in community service and environmental concerns.
4. The person must have a commitment toward the success of achieving the goals of the organization.
5. All Members attending any club function must agree with the Code of Conduct and will be held accountable for their actions as stated in Article II. E.
6. Members are encouraged to create a PHun Name that reflects the music of Jimmy Buffett and the tropical lifestyle he personifies. These names may not be obscene or profane and may not be reproduced on any item that contains the Panama City Parrot Head, Inc Logo.
7. Member in good standing is defined as a member who is Paid in Full and not currently under "Code of Conduct" violation. Members in good standing are allowed one vote in the General Election only.
8. By joining the PCPHC, each person acknowledges that they will become familiar with our By Laws and Code of Conduct as they appear on the Club's Web site.

C. PAYMENT OF DUES

1. Payment of dues will be made annually, based upon the member's join date.
2. By a majority of vote, the Board of Directors can waive, reduce or extend the deadline for payment of dues for any member. Requests for such provisions must be submitted in writing to either Member at Large within 30 days of his/her anniversary date.

D. REFUND OF DUES

1. Refunds of dues are only made with a majority vote of the Board of Directors.

2. Any person(s) wishing to terminate his/her membership between their renewal dates will not be refunded any portion of his/her dues without a majority vote of the Board of Directors.

3. Any person who hasn't paid dues by their renewal date will be considered to have terminated his membership and payment of dues will reinstate his membership under a new anniversary date. All previous points (if applicable) will be lost.

E. CODE OF CONDUCT AND REVOCATION OF MEMBERSHIP

1. All PCPHC members shall be required to treat fellow members, guests, and hosts and their personal property with respect. Members also agree to abide by all local, state and federal laws, (including but not limited to) governing misuse of personal privileges, personal property and controlled substances. Members of the PCPHC, by virtue of their membership application, agree to demonstrate personal responsibility for their words, actions, and deeds and not to exhibit behaviors that are harmful to themselves and other members, guests, and hosts or their personal property. PCPHC seeks to provide a pleasant atmosphere in which to share our common love of the music of Jimmy Buffett and to further the charitable ideals that we seek to uphold. PCPHC will not condone behavior contrary to our objectives nor that which we feel is harmful or injurious to others. Any member who has been found to have violated the Code of Conduct or committed misfeasance, malfeasance, misrepresentation, fraud, misuse of the Club's assets (including membership roster) or any other act the BOD deems to be detrimental to the reputation or well-being of the PCPHC, may lose their status as "Member in Good Standing" and will be counseled by one of the BOD Members at Large. Membership can be revoked by a unanimous vote of the BOD. Refund of prorated dues will also be determined by a majority vote of the BOD, but are not mandatory.

ARTICLE III: OFFICERS AND ADMINISTRATION

1. All elected and appointed members of the Board of Directors must be current members in good standing of the organization.
2. The organization will be managed and operated by the Board of Directors, composed of a President, Vice President, Secretary, Treasurer, and 3 Members-at-Large. The Board of Directors will herein be referred to as the Board of Directors, BOD, Officers, or Board.
3. The Board of Directors will meet at least every two months and the President can convene additional meetings at his/her discretion. If the President does not convene a meeting within a two-month period, then the BOD by a majority vote can convene a meeting before 3 months have elapsed. BOD meetings shall be guided by Robert's Rules of Order.
4. The quorum for any BOD meeting shall consist of four officers. In case of vacant BOD positions, then a 2/3 majority of the balance of the BOD is necessary to conduct business.
5. All members of the Board of Directors will be entitled to one vote on all matters of administration unless otherwise specified in the by-laws. A

majority vote is required to adopt any motion introduced at the Board of Directors meeting. The President's vote shall break a tie vote.

6. The Treasurer shall make sure the Membership list is updated and sent to the President once a quarter. The Treasurer will retain the master list of members.
7. Officers must attend a minimum of 80% of the board meetings, club meetings, fundraisers and not miss more than 2 consecutive board meetings. If an Officer does not meet the attendance requirement, then he may lose his status as "Member in Good Standing"
8. Susanna Russell will be recognized as the Founder of the Panama City Parrot Head Club, Inc.
9. No person who is elected or appointed to the Board of Directors may not serve concurrently with any other Board Member who is related to the elected or appointed by marriage, civil union, through a "significant other" relationship, or a blood relative closer than a second cousin. This provision is intended to prohibit the concurrent Board service of parents with their adult children, siblings with each other, first cousins with each other and spouses with each other; regardless of whether such relationship was created through marriage, civil union or informally through the consent of two adults. In the event that current BOD members enter into one of the above stated relationships, the BOD will decide by majority vote, which of the two BOD members shall be removed.

ARTICLE IV: PERIOD OF SERVICE

A. TERMS OF OFFICE

1. The President and Treasurer of this organization shall serve in their respective present positions for a period of (2) years beginning with the present officers. The Vice President and Secretary shall also serve (2) consecutive years, to begin with the next vote. If any board member vacates their position before terms end, the president may appoint an alternate to serve the remainder of the term. All terms of service will begin during the month of July but no later than July 31, and expire after 2 consecutive years with the exception of members at large which will continue on 1-year term.
2. Applicant must be an active member for 3 months prior to the first day of the election process and must respond to questions related to conviction or violation of laws as pertains to Charitable Organizations per the Fla. Dept. of Consumer Affairs Solicitation of Contributions Statement, Chapter 496 Florida Statutes.
3. Any member of the BOD, who resigns from office without reasonable notice and reasonable justification, will not be eligible to run for a Board position again for two (2) years from the date of resignation. Any BOD member that resigns and does not complete a smooth transition with the new BOD member, may be subject to loss of "Member in good standing" status as determined in a majority vote of the BOD. All efforts must be

- made by the resigning officer to present a suitable replacement to the BOD for approval, prior to vacating the position.
4. Current officers have the option to run for other positions during elections. If the current officer wins the election for another office, the President will appoint a replacement with the board voting to approve the selection. Should the candidate not win the election, they will retain their current board seat.

ARTICLE V: OFFICERS AND DUTIES

A. PRESIDENT

1. The President shall be the club representative for liaison with PHIP, and responsible for communications with other local groups, organizations, and businesses.
2. The President shall preside over all meetings of the Board of Directors.
3. The President shall provide an agenda for all Business Meetings 5 days prior to the meeting. In order to be included in the Agenda, all agenda items must be received by the President at least 6 days before the meeting. Only a majority vote of the BOD may table an item on the Agenda.
3. The President shall form all committees and appoint all committee chairpersons and any other appointive officers with the approval of a majority vote of the Board of Directors and shall make any other appointments deemed necessary by that body
4. In the event that the Board must decide any business between scheduled BOD meetings, the President may conduct a meeting by telephone or e-mail of each member of the Board, individually or as a group. Regular quorum rules apply with each voting member considered present.
5. In the event that a matter requires that a vote be taken via telephone or by email, the President will contact each Board member and will be responsible for reporting the results of the vote, complete with each Board member's vote to the Secretary in order to amend the prior BOD meeting minutes.
6. President is responsible for providing all door prizes for Monthly Meetings, and may form a Door Prize Committee to accomplish this.

B. VICE PRESIDENT

1. The Vice President shall assist the President in administering the business of the organization and shall preside in the absence of the President and shall succeed to the term of President if the President is unable to serve out the term.
2. The Vice President shall oversee the planning and implementation of group activities.
3. The Vice President shall be responsible to locate and schedule the PHlocking socials each month.

C. SECRETARY

1. The Secretary shall keep minutes of business meetings of its members and

BOD, a record of all actions taken by the members or BOD without a meeting, and a record of all actions taken by a committee of the BOD in place of the BOD on behalf of the corporation. Approval of the minutes with amendments shall be obtained at the next BOD meeting, and a summary of the approved minutes shall be posted in the Club's web site. Minutes will also be posted to the Club's members website.

2. The Secretary shall furnish copies of the unapproved minutes and unapproved amendments to all Board of Directors members, appointed officers and to others designated by the Board of Directors or the President one week following the BOD meeting or the date the amendment was made.

3. The Secretary shall keep a copy of the following records:

(a) Its articles or restated articles of incorporation and all amendments to them currently in effect.

(b) Its bylaws or restated by laws and all amendments to them currently in effect.

(c) The minutes of all member's meetings and records of all action taken by members without a meeting for the past 3 years.

(d) Written communications to all members generally or all members of a class within the past 3 years under s. 617.1605.

(e) A list of the names and business street, or home if there is no business street, addresses of its current directors and officers.

4. The Secretary shall respond or correspond with other groups or individuals as requested by the Board of Directors or President.

5. Upon leaving office, the Secretary shall pass on all materials, books, notes, and records for the present and prior years, in good condition, to the succeeding Secretary.

6. Shall provide a sign-in sheet for every community service function - and retain with secretarial records, including all volunteer hours for each event.

7. Shall receive from the committee heads and records the names of those who participated in volunteer and social activities.

8. Shall be responsible for the Election Process as stated in Article VIII: Elections and Voting. Election Chairperson will report directly to the Secretary.

D. TREASURER

1. The Treasurer shall assume the responsibility for the financial matters of the group, maintain accurate accounting records, pay all bills and maintain the checking and scholarship accounts. Shall keep the most recent annual report delivered to the Department of State. Shall have and continuously maintain in the state of Florida, a registered office which may be the same as its principal office, and a registered agent who may be either an individual who resides in this state whose business office is identical with such registered office, or a corporation for profit or not for profit, authorized to transact business or conduct its affairs in this state, having a business office identical with the registered office.

2. The Treasurer shall attend Board of Directors meetings and have a financial report of the organization ready for examination by any member of the Board of Directors upon request.

3. The Treasurer shall present books annually for inspection by a member of the Board of Directors appointed by the President
4. Shall file all official tax or financial papers including Incorporation Papers on an annual or "as needed" basis in compliance with federal, state and local laws.
5. Upon leaving office, the Treasurer shall pass on, for the present and prior years, all funds, records and books in good order to the succeeding Treasurer including all documentation for changing Bank Signature cards.
6. Treasurer will input new members into QuickBooks, invoice them and set up recurring invoices so that invoices will be emailed to them when their membership comes up for renewal
7. Treasurer will provide to the President a copy of all checks paid to Charities and Scholarships Quarterly.
8. The Treasurer will submit to the BOD, an annual Budget no later than August 15, and upon approval, the BOD will adhere to this Budget. Any changes to this Budget will require prior approval by the majority of the BOD. This Budget will be available to all members upon request. Requests must be made thru the Treasurer.
9. Within 60 days following the end of the fiscal or calendar year or annually on such date as is otherwise provided in the By Laws of the Corporation, the Treasurer shall email or furnish by personal delivery to each member a complete financial report of actual receipts and expenditures for the previous 12 months. The report shall show the amounts of receipts by accounts and receipt classifications and shall show the amounts of expenses by accounts and expense classifications.
10. Will allow 2 BOD officers to perform a semiannual inspection of the books and all monies received, including signed receipts for all cash received.
11. Current balance sheet and up to date Profit and Loss Budget performance sheet to be reviewed BOD meetings, explained and discussed
12. Treasurer shall work closely with Member at Large Membership Chairperson to give them spreadsheets of new members weekly so they can send out welcome emails and also compile monthly spreadsheets of deleted members so they can delete those members from the private PCPHC website.
13. Treasurer shall hold all raffle tickets for charities and fundraising events. Treasurer shall provide these at phlockings or events where needed. Treasurer will collect funds raised during events and write out the proper checks to the organization we are fundraising for.
14. Treasurer shall order raffle tickets, leis and lanyards when needed.
15. Treasurer shall deposit all funds from events and fundraisers into the bank.
16. Treasurer shall check the club PO Box at least once a month to retrieve dues sent in by members and club mail.

17. Treasurer shall send out invoices once a month to all members whose membership will be expiring.

18. Treasurer is the keeper of all gift cards that establishments donate, which are used for badge raffles and member appreciation.

E. MEMBERS AT LARGE

1. It is the responsibility of the Members at Large to attend the BOD meeting, to act as liaison between members and the BOD, and to present in good faith the issues and concerns of the general membership.

2. A Member at Large may accept a request by the Board of Directors or the President to serve as its special agent in specific matters.

3. Members at large will have one vote in any Board of Directors decision.

4. Members at Large are the Point of Contact between the BOD and the Membership including member request for BOD meeting Agenda items.

5. Each Member at Large will oversee one of the following areas: Membership, Charities or Merchandise.

1. MEMBER AT LARGE - MEMBERSHIP

a. Shall be responsible for welcoming new members

i. Sending out a welcome email to the new members when they join which will include information on the PCPHC, contact information for board members, the next upcoming events, date when their name badge will be ready for pickup, information on how to get more involved within the club and access to the By Laws and Code of Conduct.

ii. In person, at their first event as well as introducing them to other club members.

b. Shall provide manpower to man membership tables with knowledgeable and enthusiastic members at designated events.

c. Gather new members at phlockings for initiation

i. Hand out leis

d. Order and distribute badges

i. With the use of QuickBooks, gather all the new members that joined since the last badge print and download a spreadsheet to be emailed to UPS. Spreadsheet will contain First Name, Last Name, Phun Name and Member Since (year)

ii. Distribute badges to members along with lanyard (if needed)

iii. Badges are only printed for new members, any reprints or changes in badge information is at a cost of \$5.00 to the member which is invoiced to them by the treasurer.

e. Approve member requests for PCPHC private Facebook page and also delete expired members.

2. MEMBER AT LARGE - MERCHANDISE

- a. Responsible for maintaining merchandise variety and presenting new products and cost to the BOD.
- b. Must present inventory when requested by the Treasurer, and will perform physical inventory with the Treasurer every year during the month of July but no later than July 31.
- c. Shall provide manpower to man the merchandise tables with knowledgeable and enthusiastic members at designated events.

3. MEMBER AT LARGE - CHARITIES

- a. Maintain a list of 501(c) Charities approve by the BOD.
- b. Ensure one charity is prepared to be present at the first meeting of the month.
- c. Provide basket pictures to Newsletter Editor to be included in the newsletter and post pictures with announcement on private and public Facebook pages.
- d. Keep the shared excel file "Monthly Meeting Info: Location, Band, Charity" up to date for BOD.
- e. Review and Update Rendezvous and Monthly Meeting Guidelines as required.
- f. Send all charities copies of guide lines.
- g. Post the current year Rendezvous, prepare a list of Proposed Charities for BOD consideration for the next Rendezvous.

ARTICLE VI: APPOINTIVE CHAIRPERSON

1. The President, with the majority vote of the BOD, can select any necessary committee chairperson from the general membership to serve in committee positions which the board has created.
2. No appointed chairperson will have a vote in any BOD decision.
3. The tasks of the appointed chairperson and his/her committee will be defined by the Board of Directors.
4. Committee members serve at the discretion of the committee chairperson in charge of that committee.
5. The committee chairperson's terms of office will be determined by the Board of Directors.
6. The appointed chairperson may be removed by a 2/3 vote of the Board of Directors.
7. The appointed chairperson may appoint his/her own committee members except for the BOD elections committee.
8. NO appointed chairperson or committee may negotiate or enter into any contractual agreements on behalf of Panama City Parrot Head, Inc. without Board of Directors approval.
9. The appointed committees may include the following:
Historian/Scrapbook/ Newsletter Editor / Door Prizes/ Public Relations/Special

Events/Travel Coordinator/ Community & Social Events/ Web-Site
Coordinator/Point System/ Fund Raising Committee/ Parade Photographer.

A. NEWSLETTER EDITOR

1. The Newsletter Editor shall be an appointed position.
2. The Newsletter Editor shall be responsible for newsletter and reporting to BOD.

B. WEB SITE COORDINATOR

1. Responsibility includes keeping the information on the Web Page current and submitting any major changes on any of the pages for approval to the BOD via E-mail.
2. Coordinating the addition of pictures to the photo gallery.
3. Seeking and publishing needed information from contributing Members.
4. Reporting Web Site Problems to the BOD.
5. Web site coordinator shall furnish the "PASSWORD" for the site to the President in a sealed envelope.
6. Webmaster will maintain and update the website email accounts.

ARTICLE VII: MEETINGS

A. Social Meetings: The Club shall attempt to schedule at least one social event each month. These events will normally include some type of charity fundraising event.

B. Business Meetings: General Business Meetings will occur at least every other month. These meetings will be conducted by the President or in his/her absence, the Vice President. Any member in good standing may attend the business meeting, and will conduct themselves in a professional manner or be asked to leave the meeting until they feel they can conduct themselves in a professional manner. All club decisions at the business meeting will be by a simple majority vote of those present. Minutes will be taken at all meetings and posted to the Members Only Facebook page. All meetings will be held within the geographical boundaries of the club.

C. General Meetings: All Board of Directors meetings are open to all members of the organization but only Board of Directors members can vote at Board of Directors meetings.

If no business meeting has been called for 12 consecutive months, any member may call a special business meeting by sending a written notice to either Member at Large.

1. Proxy

- a. Any member of the Board of Directors who cannot attend a scheduled Board of Directors meeting may provide for an electronic proxy to vote on his/her behalf.
- b. No member of the Board of Directors will be allowed to vote in absentia through proxy unless the proxy is transmitted electronically to all BOD members.

ARTICLE VIII: ELECTIONS AND VOTING

A. ELECTIONS AND VOTING

1. No later than April 15 of each year, an "Election Officer" will be selected by the current BOD to serve as the individual who takes nominations and counts the votes for the board members. This individual will not be a current member of the board nor will he or she be a current club leader or representative, but must be a member in good standing of the Panama City Parrot Head Club. The Election Officer cannot serve again in this position for 2 years.
2. On May 1st the Election Officer will present to the general membership a description of the vacant officers' position and solicit written nominations listing the candidate's name, specific position they are seeking, phone number and e mail address. The candidate's acceptance of nomination should be submitted to the BOD by May 22 to determine eligibility.
3. Board members, like any other members in good standing, are eligible to be nominated by the general membership.
4. The Board of Directors will then approve the list of eligible candidates to the Election Officer by May 25th for distribution to the membership no later than June 1st. The candidate must be a member in good standing and eligible for nomination.
5. Campaigning will be from June 1st to the third Friday and must be done at a PCPHC, Inc. event.
6. Ballots will be distributed to all members on the third Saturday of June.
7. The Membership shall return the completed ballot to the Election Officer by 6:30 PM on July 10th. The Election Officer will then tabulate the votes and announce the winners by July 15th to the general membership.
8. In case of a tie vote, the winner will be determined by a coin toss by the Election Officer, witnessed by the BOD.
9. The current Board of Directors' tenure will continue through the end of their term year, and will transfer leadership to the incoming Board of Directors at the July Board meeting, or no later than July 31st.
10. The Election Officer's term expires at the close of election.
11. There shall be a joint meeting of both the outgoing and incoming BOD to transition the new officers not later than July 31st.
12. Individual BOD members as club members may support or endorse an individual candidate, but may not actively campaign for any candidates, including sending emails.
13. For voting by mail, the ballot will contain the name and address to which the ballot must be returned with a clear communication of the deadline for voting.
14. The organization is not required to pay return postage on any ballots.
15. In recall elections, a minimum vote of ten percent of the membership must be received in order to affect a recall. A simple majority of the ballots cast will determine rejection or approval.
16. The Election Officer will report directly to the Secretary.
17. All candidates are allowed to submit a campaign letter to the Election Officer at any time during the campaign period, but no later than 5 days before the Ballots go

out. All campaign letters will be sent out by the Election officer to the Membership, in one email, all at the same time, no later than the day before Ballots go out.

B. REPLACEMENT OF MEMBERS OF THE BOARD OF DIRECTORS

1. If a member of the Board of Directors other than the President cannot fulfill his/her term of office, the President shall nominate a candidate for the position. The candidate must be approved by a majority vote of the Board of Directors.
2. Request for removal of any member of the Board of Directors can be made by any member upon presentation of a petition which describes the reason for removal. The petition must be signed by at least 25% of the members in good standing at the date on which the petition is presented to the President or the remaining BOD members.
3. The petition will be certified by the Treasurer to ensure the members are in good standing. The Board will then consider the petition.
4. The request for removal of any member of the BOD may be affected for any of the following reasons:
 - a. Mental or physical disability resulting in substantial inability to execute the duties of that office.
 - b. Malfeasance, misfeasance or nonfeasance of office or Code of Conduct violations.

ARTICLE IX: MISCELLANEOUS

1. Reimbursement of Expenses to any member who has incurred expenses on behalf of the organization must be accompanied by a written request for reimbursement to the Treasurer. Proper documentation including itemized receipts must be submitted for consideration for approval by the BOD.
2. Submission of officer's receipts for reimbursement will be approved by the BOD except the officer will excuse him/herself during the discussion of reimbursement and will not vote on same.
3. Expenses in excess of \$40 should be discussed in advance of payment to receive authorization from the BOD, with the exception of Budgeted Events approved by the BOD.
4. Any property belonging to the organization shall not be used or consumed by any person without written consent of the BOD and approval by majority vote of same. The term "property" includes all property real or personal, tangible or intangible, which may be owned, created by or in the possession of the organization absent an overriding legally enforceable contract. The Panama City Parrot Head Club official Web Site will be owned and maintained by the Panama City Parrot Head Club along with and including any Passwords and Domain Names. Its use can only be granted by a majority vote of the BOD. This includes Newsletter, Facebook, Twitter and/or any other form of Social Media that carries the name of the Panama City Parrot Head Club.
5. The fiscal year for the Panama City Parrot Head Club shall begin on July 1 and end on June 30 of each year.
6. The President, Vice President and Treasurer are the authorized signatories of the organization's bank account. At the discretion of the Treasurer the Secretary may be added as a signature. Each check will require two (2) signatures. In the event that

the check is being issued to one of the signers of the checks the two (2) signatures will be from the remaining authorized signatories.

7. The following statement is to be added to each printed membership directory:

“This directory is for the exclusive use of Panama City Parrot Head Club members. It is not to be utilized for any purpose not directly associated with the Panama City Parrot Head Club, nor is it to be released to other parties without the approval of the Board of Directors.” Any information obtained through membership (address, email address, phone number etc.) may be used by the BOD or appointed committee members for official PCPHC communications only.

8. All special events shall be budgeted to at least “break even.”

9. Concert ticket allocation will be determined by the Board of Directors

10. The terms Jimmy Buffett, Margaritaville, Parrot Head(s), Parrothead(s), Parrot Head Club, Parrothead Club and PHC are registered trademarks of Margaritaville Inc.

11. Use of mailing lists identifying club leaders or club members for solicitation purposes of any kind (including charitable) is strictly prohibited without prior written approval of the BOD. All communications to the General Membership must be addressed first to the BOD for approval within 24 hours before distribution.

12. No member, active, inactive or terminated, will have any rights to Parrot Heads in Paradise, Inc. or PCPHC logos, names or member lists. These privileges are for active BOD only. The PCPHC logo or name may not be reproduced or used in any fashion. These logos and names are reserved for official Parrot Head Club use ONLY.

13. All written solicitations for donations must include the following statement;

“This contribution cannot be considered a deduction for Federal Income Tax Deduction.”

14. All net proceeds generated during a fund-raising event will be donated in full to the designated charity/group and the funds must be disbursed no later than 30 days after the event or no later than the Corporations year end. Members will be encouraged to submit worthy charities and environmental groups to be considered for fund raising meetings.

15. All monies received from membership dues must be spent exclusively for the general recurring expenses of the Club, “and” only for social functions/entertainment available for free to all members.

ARTICLE X: AMENDMENT TO BY-LAWS

1. Amendments to these By Laws will be approved by the BOD then submitted by the Secretary to the Membership electronically and announced on the Club’s web site and/or Facebook page, and deemed in force if 2/3 of those members responding vote for the change(s). The amended By Laws must be dated and signed by the entire BOD, with the original being kept on file by the secretary.